

# CLAYTON CENTURY FOUNDATION

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## CCF BOARD OF DIRECTORS

### AGENDA

January 28, 2009  
The Crescent  
7:00 PM

1. Call to Order
2. Opening Remarks by Ken Goldman
3. Approve October 29<sup>th</sup>, 2008 Minutes
4. Treasurer's Report by Gary Krosch
5. Section Overview
  - Parks Foundation - Cindy Rapponnotti
  - Clayton History Society - Scot Boulton
  - Public Art - Beverly Wagner
  - Hanley House - Cindy Berger
6. Development Committee Report by Jill Fisher
  - The Rome Group, Leslie Peters
7. Official Business - Scot Boulton
8. Adjourn

*Agenda topics may be added, modified, or deleted at any time prior to the CCF Board meeting without further notice. To inquire about the status of agenda topics, call 226-9893. Individuals who require an accommodation (i.e., sign language, interpreter, etc.) to participate in the meeting should contact the Community Resource Coordinator at 226-9893 at least two working days prior to the meeting.*

# CLAYTON CENTURY FOUNDATION

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## Clayton Century Foundation Board of Directors Meeting Minutes

Wednesday, January 28th, 2009

The Crescent

7:00 PM

**Attendees:** Ken Goldman, Judy Goodman, Scot Boulton, Jill Fisher, Sally Cohn, Michelle Harris, Gary Krosch, Dan Human, Peter Edison, Bev Wagner, Lotta Fox, Lee Hanson, Cindy Rapponotti, Ben Uchitelle, Cindy Berger, Elizabeth Robb

**Staff:** Eric Gruenenfelder - Superintendent of Recreation, Sarah Umlauf - Community Resource Coordinator, Judy Kekich – Communications Coordinator

**Guests:** Amy Rome and Leslie Peters of the Rome Group

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### 1. Call to Order

Ken Goldman called the meeting to order at approximately 7:05 PM.

### 2. Opening Remarks by Ken Goldman

Ken introduced CCF Board Members absent from the first meeting and welcomed all in attendance. Ken noted that Clayton is unique in its mix of urban and suburban elements and is a regional leader maintaining a margin of excellence. Ken encouraged CCF board members to take a look at Naperville, IL as an example of stewardship within a community.

### 3. Approve October 29<sup>th</sup>, 2008 Minutes

The minutes were approved as submitted.

### 4. Treasurer's Report by Gary Krosch

In reviewing the Treasurer's Report, Gary referenced a memo prepared by Sarah Umlauf summarizing account activity to-date. To-date the CCF has received \$5,901.43 in individual donations, \$500.00 in corporate matching gifts, \$5,500.00 in charitable donations, and \$4,039.70 through a transfer of funds for a total balance of \$15,941.13. Of those donations totaling \$15,941.13, \$10,350.00 of the funds are unrestricted to the Clayton Century Foundation, \$4,374.70 of the funds are earmarked for the Clayton History Society, \$1,116.43 are earmarked to the Friends of the Hanley House, and \$100 are earmarked for the Friends of the CCF.

The CCF has incurred expenses totaling \$833.30 and has balance of \$4,167.70 in start-up funds from the City of Clayton.

### 5. Section Overview

- Parks Foundation - Cindy Rapponnotti

Cindy prepared a handout for the board. The handout reflected projects completed by the Parks Foundation including the Boy Scout botanical sign project in Oak Knoll Park and Musical Nights. A major goal of the Parks Foundation is the construction of a rain garden. The Parks Foundation has \$25,000 in 2 CDs as well as roughly \$4,000 to \$5,000 in a separate bank account.

- Clayton History Society - Scot Boulton

Scot did not submit a written report for the Clayton History Society. Scot noted that the new Clayton History Society began meeting in 2007 and worked closely to support the founding of the Clayton Century Foundation. The History Society even financially supported the CCF Art Fair Booth in 2008. The History Society has a website managed by History Society member, Cheryl Verde. Scot encouraged the board members to visit the site: [www.claytonhistorysociety.org](http://www.claytonhistorysociety.org). In addition to supporting the CCF Art Fair Booth, the History Society hosted a Civil War Symposium in conjunction with the Historic Hanley House Fall Festival. The goal of the Clayton History Society is to establish a physical facility that incorporated both a library and archive. The group is in preliminary discussions with the Artist's Guild to establish a permanent space within their facility at Oak Knoll Park. The History Society would also like to create historic walking tours of Clayton. The Clayton History Society received \$5,000 in start-up funds from the City of Clayton of which about \$1,000 remains. The History Society also has over \$4,000 in funds carried over from the defunct Clayton Historical Society. Scot anticipates using these funds to create walking tours and to assist in creating an archive.

- Public Art - Beverly Wagner

Bev Wagner prepared a handout for the board. Bev noted that the Art Commission was established by ordinance in 1997. The group makes recommendations to the Architecture Review Board. The Art Commission also identifies sites for public art, solicits art on loan from organizations, and commissions original art. The goal of the Art Commission is to focus on clusters, gateways and events. A board member asked how the group was able to raise \$100,000 for the Aycock piece. The Art Commission responded that this feat was not easy. They targeted individual donors and businesses as well as other sources. The group found that individual donors were more receptive.

- Hanley House - Cindy Berger

Cindy provided some background on the Hanley House noting that the museum opened to the public in 1971 following an extensive restoration. The museum is now in need of renovations and a re-interpretation. During the past year, the Hanley House worked with Roundtrips to create a virtual fieldtrip at the Hanley House. The Friends of the Hanley House sponsored a Fall Festival and had the participation of noted storyteller, Dianne Moran, as well as the participation of local Civil War re-enactors. The Hanley House hosted special Halloween tours of the home for children and Candlelight tours for the holidays. The Historic Hanley House has grown its volunteer base over the past year and would like to continue to increase participation of the local community at events. The Friends of the Hanley House would also like to target major donors to assist in the needed renovations at the historic site.

## 6. Development Committee Report by Jill Fisher

- The Rome Group, Leslie Peters

The Rome Group delivered a PowerPoint presentation based on their submitted report. Amy Rome & Leslie Peters led the presentation. First, the Rome Group recommended making the Friends of the Century Foundation a committee of the board of directors. The next recommendation was to establish membership levels for the CCF. Suggested levels of membership were highlighted in the submitted report. The Rome Group recommended that the CCF establish a board governance committee. The CCF was also directed to create a major gifts team to solicit donations of \$5,000 or more. The goal of the CCF should be to solicit unrestricted funds and target short-term projects for completion with the goal of raising funds for long-term projects, an endowment and foundation operating expenses. The Rome Group recommended that the CCF wait to launch an endowment campaign until 2013 and focus on building credibility in the meantime. Of the funds raised by the CCF, the Rome Group recommended that 25% or \$250,000 be designated to short-term projects and the remaining 75% be dedicated to long-term projects. The CCF should establish key messages addressing two pieces: 1) Why donors should support the City of Clayton and 2) Why donors should support the CCF. The board was directed to the Rome Group's written report for details concerning materials needed by the CCF, a timeline for year one, and a gift table. The Rome Group also directed the board to look to the written report for details on the next steps that should be taken by the CCF.

Board members asked for clarification of the public/private partnership between the City of Clayton and the CCF. Some members believed that the City would make a matching commitment to funds raised by the CCF. It was then put forth that the City of Clayton had not made such a financial commitment but has committed resources such as work by city staff and the city continues to support key amenities through maintenance.

## 7. Official Business led by Scot Boulton

Scot introduced 7 resolutions for approval by the Board.

1. That two new At-Large Board of Director positions for the Corporation are created in accordance with the provisions of the Bylaws of the Corporation, with the following persons nominated to fill the two new At-Large positions for the following terms: Sarah S. Cohn, 3 years; Gary Feder, 2 years.
2. That Lotta Fox has become an officer of a Section of the Corporation, the Friends of the Clayton Century Foundation (the "**Friends**"), and is no longer an At-Large Director of the Corporation and Kenneth Goldman has resigned his position as president of the Friends and therefore Kenneth Goldman is hereby appointed to the At-Large Director position formerly filled by Lotta Fox to fulfill the remaining term of that position.
3. That the persons who shall from time to time be the (i) two Clayton Aldermanic representatives to the Board of the Corporation and (ii) Chair of the Development Committee of the Board shall serve as members the Executive Committee of the Board, those persons presently being: Michelle Harris, Judy Goodman, Jill Fisher.
4. That the terms of office of **Peter Edison** and **Lee Hanson** will expire prior to the next annual meeting of the Corporation and that the Board of the Corporation hereby re-elects each of them to a term of three years.

5. That the following persons be elected as the Officers of the Corporation to serve in the capacities indicated until the 2010 annual meeting of the Corporation: Kenneth Goldman, President; Sarah Cohn, Vice President; Scot Boulton, Secretary; Gary Krosch, Treasurer.
6. That the Board of the Corporation ratifies the Board's Executive Committee's action in entering into a contract with the Rome Group for marketing consulting for the creation of a 2009 marketing plan with support for that year in the amount of \$4,000.
7. That the Board of the Corporation hereby adopts the attached "Clayton Century Foundation Conflicts of Interest and Documentation Policy" dated January 28, 2009.

Dan Human moved to approve all seven resolutions as presented. Bev Wagner seconded the motion. All approved.

8. Adjourn

The meeting was adjourned at 9:05 PM.

The next meeting will take place on Wednesday, April 29<sup>th</sup> from 7:00 PM to no later than 8:30 PM at a place to be determined.

Minutes submitted by Sarah Umlauf.

# CLAYTON CENTURY FOUNDATION



**To:** Clayton Century Foundation Board of Directors

**From:** Sarah Umlauf, Community Resource Coordinator

**Date:** January 28th, 2009

**RE:** Financial Report

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The chart below summarizes the donations to the Clayton Century Foundation funds with accompanying notes to identify highlights.

Donations	
Corporate	\$500.00
Individual	\$5,901.43
Charitable	\$5,500.00
Transfer of Funds	
	\$4,039.70
Ending Balance	\$15,941.13

**Notes:**

- To-date, the Clayton Century Foundation has received \$5,901.43 in donations from individuals, \$500.00 in matching corporate funds from Bank of America, \$5,000.00 from the Parks Foundation, and \$500.00 from a Schwab Charitable Fund.
- The remaining funds of \$4,039.70 from the defunct Clayton Historical Society were transferred to the Clayton History Society.
- Donations to the CCF include \$10,350.00 unrestricted to the Clayton Century Foundation, \$4,374.70 earmarked for the Clayton History Society, \$1,116.43 earmarked to the Friends of the Hanley House, and \$100 earmarked for the Friends of the CCF.
- To-date, start-up fund expenses include: costs related to copying charges, refreshments for meetings, legal services, website registration, and office supplies ending with a balance of \$4,167.70 in start-up funds from the City of Clayton.

# **Clayton Parks Foundation**

## **Report to the Clayton Century Foundation**

### **January 28, 2009**

#### Mission

The Clayton Parks Foundation is committed to the enhancement of the parks and recreation system by providing significant opportunities for conservation, recreation, and relaxation through special projects for which local funding is not available.

#### Background

The Clayton Parks Foundation was formed in 1992 to guide and facilitate the full development of the Clayton Parks System. The foundation cooperates with the City of Clayton and the Department of Parks and Recreation to provide private funding to make up the margin of excellence for our park system.

The foundation's supported projects include botanical tree signs in Oak Knoll Park, Wydown Park Acorn sculpture, pool accessories, bicycles, trees, benches, picnic tables, Center of Clayton fitness center keyless lockers, Center of Clayton aquarium, financial assistance for Clayton students to enroll in Parks and Recreation programs and the Musical Nights in Oak Knoll Park.

#### **Current Members**

Cindy Rapponotti, President  
Dan Human, Vice President  
Omri Praiss, Treasurer  
Fred Cotsworth, Secretary  
Cindy Berger  
Sally Cohn

Ken Goldman  
Jim Harper  
Kathryn Love  
Harold Sanger  
Richard Yawitz

### Recent Accomplishments and Ongoing Projects

- Clayton Century Foundation Funding
- Scholarship Fund for COC/Parks & Rec. Camps
- Musical Nights in Oak Knoll Park Sponsorship
- Oak Knoll Tree Signage Project, Brochure Boxes and Brochures in partnership with Boy Scout Troop 21.
- Center of Clayton Aquarium Support and Maintenance
- Earth Day Trees
- Purchase of two bicycles for Parks & Rec. staff
- Walking Trail in Shaw Park (Commitment based upon city receiving grant)
- Volunteer Commitments in 2009
  - Earth Day – April
  - Taste of Clayton – June
  - Musical Nights in Oak Knoll Park – May through Sept.
  - Art Fair – September

### Major Goals

Continually support and develop projects that provide a margin of excellence to our parks system and to our community. The board members would like to develop a large scale, showcase project in addition to supporting the smaller, annual projects. An example is a rain garden in Shaw Park. This would likely require resources beyond those of the Parks Foundation, and may involve a multiple year time frame.

### Financial Summary for 2008

#### Sources of Income:

Taste of Clayton - \$8000

Enhance Clayton Parks Program – Trees, Bench, Table - \$100

Total: \$8100



Expenses (Rounded up):

Clayton Century Foundation Funding - \$5000

Musical Nights in Oak Knoll Park - \$2000

Scholarship Fund - \$1000

Oak Knoll Park Project - \$1900

Earth Day Trees - \$500

Bicycles - \$576

Aquarium Maintenance - \$1976

Total Est.: \$12,952

Commitments: Walking Trail in Shaw Park - \$2500

Exhibits:

*Trees of Oak Knoll Park* brochure

*Enhance Clayton Parks* brochure

## CLAYTON ART COMMISSION REPORT FOR THE CLAYTON CENTURY FOUNDATION

The City of Clayton is one of the most desirable cities in St. Louis in which to live, work, go to school and play. Our City has fabulous neighborhoods, office buildings, restaurants, parks and schools that heighten Clayton's quality of life, --- AND, OUR CITY ALSO HAS A UNIQUE DISPLAY OF PUBLIC ART.

**BACKGROUND** The Clayton Art Commission was established by ordinance in 1997. It consists of 9 members appointed by the Mayor and BOA for a term of 3 years. The 9 members include 3 art professionals, 3 citizens (1 from each Ward) 2 practicing artists, 1 member from the PC/ARB, and an Aldermanic representative (ex officio) appointed by the BOA.

### ROLE OF THE CAC

- Make recommendations to the ARB regarding public art installations in new developments
- Identify sites for public art
- Acquire existing works of art by loan
- Commission site-specific works of art
- Develop community educational programming related to art

**OUR MISSION** is both aesthetic and educational.

**Aesthetic:** Acquire the highest quality public art

Advance the aesthetic environment of the community

Make public art intrinsic to community life

**Educational:** Conduct public art tours

Make information about public art available on the City's website

Develop programming related to specific works of art, such as the Aycock

**PUBLIC ART** is not a new concept for Clayton

Two signature works by local artists that predated the Art Commission are:

Walking Jackman by Ernest Trova at the intersection of Maryland Ave. & Brentwood Blvd.

Still Point by Ruth Keller Schweiss in front of the Ritz Carlton

However, in the 12 years since the CAC was established, we have systematically added the following:

- 1) Folke Filbyter, a classical equestrian sculpture by the Swedish artist, Carl Milles.  
FF is located next to City Hall and is on loan from the SLAM.
- 2) Man on a Horse is a monumental equestrian sculpture by Columbian artist, Fernando Botero.  
Before coming to Clayton, Man on a Horse was on display in Venice and New York.  
It has since generated a real buzz at the intersection of Wydown & Hanley.  
This installation is on long-term loan from the Gateway Foundation.  
The 1<sup>st</sup> public art commissioned by the City of Clayton is entitled, The Uncertainty of Ground State
- 3) Fluctuations by international artist, Alice Aycock. It is a very animated and imaginative work, installed in the circle island in front of the Clayton Community Center. Aycock has an extensive background in site-specific art for public spaces. Her installations have appeared in major museums throughout the U.S., as well as Laumeier Sculpture Park in St. Louis and other locations worldwide.

## NEW DEVELOPMENT

An example of art installed as part of a new development is the work by Howard Ben Tre, entitled Clayton Caryatid, located next to the Plaza in Clayton. This sleek column of granite, bronze and glass sits serenely encircled by polished granite cubes, which act as a kind of temporary seating. Clayton Caryatid creates focus and humanizes the space near a large building

The CAC has commissioned other interesting installations, such as

The painting of traffic control boxes in the central business district

The historic firehouse mural by artist, Heather Shore

The installation of a five-foot concrete acorn in Wydown Park, entitled Youth, by artist Todd Frahm.

\*In this way, we advance our mission to make public art intrinsic to community life.

## STRATEGY AND CRITERIA FOR FUTURE ART (CLUSTERS, GATEWAYS AND EVENTS)

The CAC has a strategic plan or blueprint for growth.

Our strategy is to build on the synergy created by works in certain areas of the City, such as the area around the Plaza, with the ballerina fountain known as Still Point, the recently installed Clayton Caryatid, and a future installation planned for the Crescent, which is a beautifully textured spiral by San Francisco artist, Gerard Satakawa. This creates a CLUSTER of art within the City that in turn encourages art tours and community activities in that area.

Another potential area for CLUSTER is the area near the Aycock <sup>ground</sup> ~~called~~ Mark Twain circle.

In addition, we now know that new works, strategically located, can serve as GATEWAYS to the City, Botero's Man on a Horse is a commanding presence at a major intersection. It has rapidly become an area landmark. No longer controversial, the Man on a Horse sits like a giant chess piece or a friendly Buddha welcoming people to our City. There is a friendly folklore feel about it.

Another potential GATEWAY could be the east end of Wydown Blvd. at Wydown & Big Bend.

A 3<sup>rd</sup> criteria for future works of art is EVENTS in the life of the community, such as the anticipated Centennial Celebration in 2013. The CAC hopes to prepare for this event by commissioning a permanent work of art for Centennial Garden in Shaw Park. Our timetable includes an RFP for artists in 2010.

## BUDGET (based on previous years)

Annual City budget allocation to the CAC ---\$4500 to \$5000

1<sup>st</sup> Site-specific work commissioned by the City (the Aycock) ----\$100,000 to \$150,000

Temporary loan from Washington University (Five Rudders by Alexander Calder) ----\$5000 to \$6000

Respectfully submitted,  
Beverly Wagner, Chairman  
Clayton Art Commission

# Clayton Century Foundation

Report from The Rome Group  
January, 2009



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## OVERVIEW OF THE CLAYTON CENTURY FOUNDATION

The City of Clayton prides itself on a high level of service for its residential and corporate citizens. It is a suburban municipality with all of the benefits of an urban environment where people gravitate to live, work and play. City government provides for public safety, infrastructure and other essential services. Residents of Clayton experience many amenities that have been provided through a healthy balance of residential, retail and corporate taxation. The effectiveness of public-private partnerships in achieving special enhancements is being demonstrated in communities around the country as a result of grassroots citizen efforts and corporate participation. The Clayton Century Foundation was founded to support Clayton in its efforts to build a bright future and to prepare for the celebration of the City's 100<sup>th</sup> anniversary in 2013.

## CHARGE TO THE ROME GROUP

The Rome Group was retained to consider some key organizational questions about the Clayton Century Foundation (CCF) in its early stages of development and to propose a fund raising strategy/plan for year one. In the report that follows, we offer our counsel based on our experience working with not-for-profit organizations in St. Louis and around the country. The Board of Directors of the CCF will, of course, discuss and consider these recommendations based on your knowledge of the community. We hope that the report will provide guidance and discussion/decision points that will position the Clayton Century Foundation for a dynamic and exciting role in Clayton's centennial and beyond.

## RELATIONSHIP OF SECTIONS TO CCF

**From the Clayton Century Foundation by-laws:** *"The Corporation shall have that a number of Sections as shall from time to time be approved and designated by a vote of the Corporation's Board, provided, however, that the dissolution of any Section shall require a vote of the majority of the members (hereinafter defined) of that Section, if that Section has members and a majority vote of the Corporation's Board. Initially, there shall be five Sections: (1) Clayton Parks Foundation, (2) Clayton History Society; (3) Friends of the Hanley House; (4) The Clayton Arts Commission; and (5) The Friends of the Clayton Century Foundation. A Section Board, as set forth below, shall govern each Section. ... Initially, the Clayton Parks Foundation, the Friends of the Clayton Century Foundation, and the Clayton Arts Commission, shall not have members, and the Clayton History Society and the Friends of the Hanley House shall have members."* (p. 3)

### **Friends:**

It is our recommendation that the Friends of CCF serve as a part of the CCF, rather than as a separate Section. The Parks Foundation, Hanley House, History Society and Arts Commission would function as separate Sections, but the Friends of CCF would serve as the fund raising, event planning and community awareness group for the CCF, specifically to support the annual operating expenses of the Foundation and its activities. The Friends would identify potential major donors through its community outreach and event efforts. Those potential major donors would then be cultivated and solicited by a major gift team of the CCF Board. Major donors approached directly by the Foundation Board would be counted as Friends of CCF and be eligible for all benefits of Friends membership. The Friends Group would have a steering committee instead of having its own board of directors. The President and Vice-President of the Friends Group would serve on the CCF Board of Directors.

The Friends of the Clayton Century Foundation would be responsible for fundraising through membership and special events, and for planning and implementing community awareness activities with direct guidance from the Clayton Century Foundation Board of Directors. The Friends of the CCF would take the lead, in close cooperation with the City and the Chamber of Commerce, on the Centennial celebration. The Friends of the CCF would provide varied opportunities for engagement of the Clayton community as well as cultivate potential Century Foundation Board members.

Initially, it is our recommendation that the Friends focus on community awareness and membership through the neighborhood gatherings and the “All That Glitters” event. Other opportunities for fund raising and community awareness events have been offered (e.g. Ruth’s Chris Wine Tasting, Spicer’s % of sales, art from Sunrise, and Dominic-Michael Salon block party). These are good opportunities and should be considered in the overall calendar, although not in lieu of neighborhood gatherings, especially between now and the summer. One of these could be pursued in the fall as long it doesn’t take away from the neighborhood gathering efforts. It is possible that a neighborhood gathering could be in conjunction with one of these events.

Another potential Friends project over time is the creation of creative City-wide recycling containers that would be unique to Clayton. This would be a fun project that could be used for visibility and fund raising, but should be considered for 2010 or later so that membership and community awareness can be the focus in 2009.

*Actions to consider:*

- Revise by-laws to remove Friends of CCF as a separate Section and to have Friends of CCF President and Vice-President serve on CCF Board of Directors.
- Convene current leadership of Friends of CCF to draft a mission statement, committee structure and priority activities for the Friends of the CCF.

**Four Sections:**

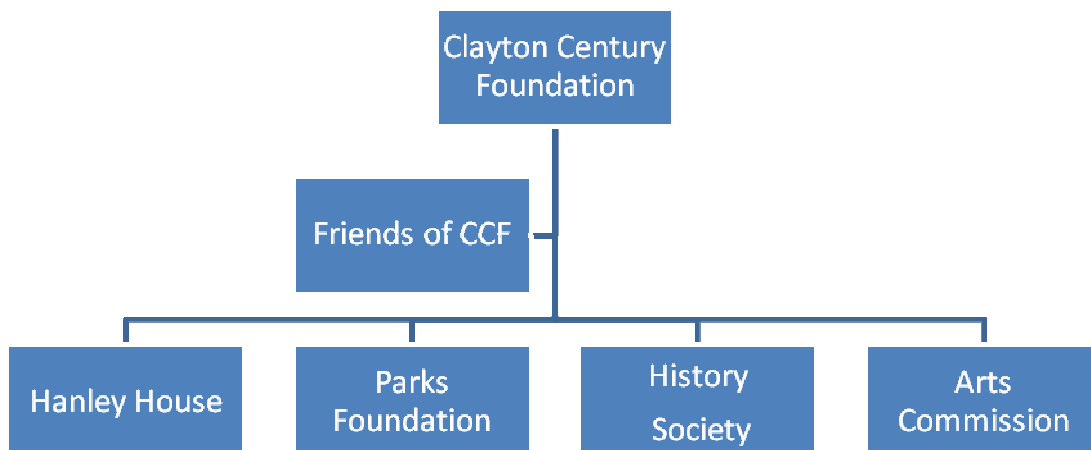
The Hanley House, Arts Commission, History Society and the Parks Foundation would function as separate Sections that coordinate and receive support from the CCF. Each Section will submit a proposed budget and fundraising plan to CCF in the first quarter for review and approval by the CCF Board. This review will provide an opportunity to coordinate efforts, look for shared fund raising opportunities and coordinate approaches to prospective donors. Specific projects within the operating budgets of the Sections will be submitted in the grant-making process which would begin in 2010. (See report section: Grant-Making Function.) Major capital projects that require funding will be incorporated into the CCF plans on an on-going basis and be part of the major gift efforts of the CCF.

Hanley House and the History Society currently have members; the Parks Foundation and Arts Commission do not. Hanley House and the History Society would continue to have members. Contributions of \$500 or more annually to the Friends of CCF would qualify the donor for membership in the Friends of the CCF, Hanley House and the History Society. The Friends of CCF would distribute some of the membership funds to the Sections in a formula to be determined.

*Actions to consider:*

- Have the Sections updated their by-laws to reflect the relationship with CCF? If not, do they need to?

**Proposed Relationship of Clayton Century Foundation to Sections**



## GIVING LEVELS

### Potential Membership Benefits for Friends of the CCF

	Under \$250	\$250	\$500	\$1,000	\$2,500	\$5,000
Subscription to CCF Newsletter	*	*	*	*	*	*
Name recognition in Friends Newsletter	*	*	*	*	*	*
Name recognition in CCF Annual Report	*	*	*	*	*	*
Invitation to all CCF events	*	*	*	*	*	*
Name recognition on CCF web-site	*	*	*	*	*	*
Membership to Hanley House Friends and History Society			*	*	*	*
Choose one: Private, guided walking tour of public art in Clayton Private, guided walking tour of Clayton architecture				*	*	*
Name recognition in any ads					*	*
Name recognition on CCF web-site with logo					*	*
VIP parking and seating at CCF events					*	*
Personal/small group tour of any Clayton facilities – Mayor's office, Jail, County Council Chambers					*	*
Lunch with the Mayor of Clayton					*	*
50% discount on facility rental in cooperation with CCF					*	*
Complimentary use of facilities in cooperation with CCF (Section facilities, City facilities)						*
Name recognition on CCF web-site with logo and link						*

While there is no way to tell at this juncture how many people will choose to join the Friends of the CCF or at what level, it is advisable to have goals toward which to work. The Friends group should consider the goals and commit to levels that they feel are challenging but achievable.

Possible goals for FY09:

\$5,000 members = 1

\$2,500 members = 3

\$1,000 members = 10

\$500 donors = 50

\$250 donors = 50

Under \$250 = 100



## VOLUNTEER/STAFF STRUCTURE

Clayton Century Foundation Board of Directors:

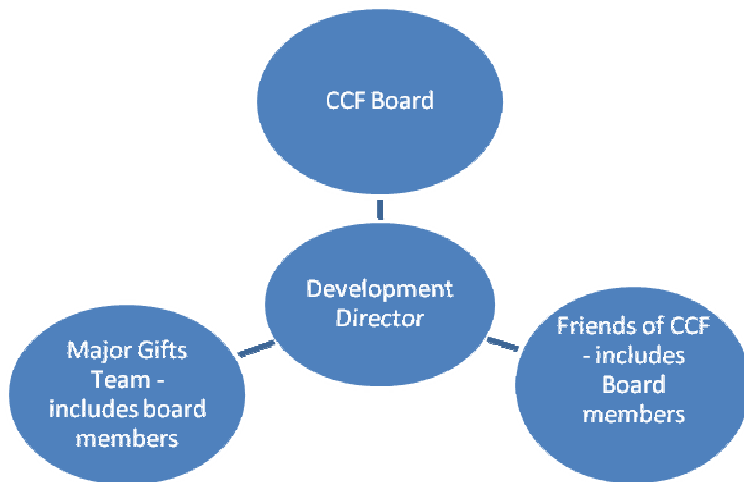
Committees of the CCF Board of Directors may include: Executive Committee, Major Gifts Team, Board Development/Governance Committee and a task force working on grant-making policy and procedure recommendations for the Board's approval.

Friends of the CCF:

President and Vice-President will serve on the CCF Board of Directors. Committees may include: membership, community outreach, special events and in the next six months, Centennial Celebration planning.

Staff:

CCF staff will support and coordinate the efforts of the volunteers and the committees.



All actions and activities of the CCF are accountable to the Board of Directors. This structure allows for close coordination of the activities and priorities of the Clayton Century Foundation, with staff serving as the “hub” of activity.

## OBSERVATIONS AND ACTIONS TO CONSIDER

### (1) Form a Governance Committee of the Board of Directors

Although the CCF Board of Directors will be comprised of both appointed and nominated members, we believe it will be important to have a committee that supports board member identification, nomination, orientation and engagement. This task is perhaps made more critical because of the nature of the CCF Board of Directors and its combination of appointed members and members from the broader community.

According to BoardSource, a national organization that supports the not-for-profit community:

*A governance committee is one of the most influential standing committees of the board. Sometimes referred to as the nominating committee or board development committee, the governance committee's main role is to recruit new board members and to ensure that each board member is equipped with the proper tools and motivation to carry out his or her responsibilities.*

*Some specific duties of a governance committee include:*

- Assessing the board's current composition and identifying missing qualities and characteristics*
- Drafting a recruitment plan and continuously cultivating new prospects*
- Developing job descriptions for board members*
- Orienting new board members and continuing to educate all members on their responsibilities*

## *Ensuring that the board regularly engages in self-assessment*

### *Actions to consider:*

- Form a Board Development/Governance Committee of the Board of Directors
- Consider revising by-laws to include the Board Development (or Governance) Committee as a standing committee (composition tbd).

### **(2) Develop an annual plan and budget for the Foundation to be adopted by the Board**

The Clayton Century Foundation is a complex organization and many members of the Board of Directors will represent specific points of view and priorities. Because of that complexity and Board composition, it will be very important for the Board and staff to develop a comprehensive annual plan each year that is reviewed and approved by the CCF Board of Directors. The annual plan would include goals for fund raising, community outreach and special events, as well as an operating budget for the Foundation.

### *Actions to consider:*

- Charge the CCF staff and Board of Directors with developing and approving an annual plan each year in a specific month to keep continuity and consistency and to keep all efforts focused on Board approved activities and goals.
- Prepare an annual plan for FY09, including budget for CCF operations

### **(3) Form a Major Gift Team of the Board**

It will be important in an effort of this magnitude to have a specific team of people assigned to identify, cultivate and solicit major gifts. A Major Gift Team of the Board of Directors, comprised of three to five people (who do not all have to be board members), would be responsible for this facet of the effort. The Major Gift Team would identify potential major donors and would also cultivate Friends of the CCF who might have the capacity to make a gift of more than \$5,000. The Friends of the CCF will be identifying and engaging donors and encouraging them to support the CCF by becoming a member. As people join, those who may have the capacity to make a major gift of more than \$5,000 will be identified and channeled to the Major Gift Team for cultivation. The Major Gift Team will also have its own list of prospects that will include individuals, corporations and foundations. The Development Director will coordinate the efforts of the Major Gift Team and Friends group to maximize the efforts of both.

### *Actions to consider:*

- Create a major gift team of board members and others who will be responsible for cultivating and soliciting major gifts of more than \$5,000.

### **(4) Develop plan for and recruit an Advisory Council**

An Advisory Council can be a useful tool for community credibility and for access to particular areas of expertise from people who may not have time to serve on the Board of Directors. The Clayton Century Foundation could be well-served by creating an Advisory Council of community leaders whose names could be listed in proposals and on letterhead, and upon whom the Foundation could call for advice and counsel. The Board Development/Governance Committee could consider membership requirements (e.g. minimum contribution) and invite people to the Advisory Council. The Council might meet once per year and/or participate in a small event designed for special friends of the Century Foundation.

### *Actions to consider:*

- Form an Advisory Council comprised of community leaders who make a contribution to the CCF, agree to have their names in printed materials and are available for advice and counsel.

### **(5) Seek underwriting support for the Clayton History Book**

The Clayton History Book will provide great opportunities for fundraising, visibility, donor recognition and celebration of Clayton's history. The Clayton Century Foundation could raise underwriting support and then contract with the History Society to produce the book. The CCF would develop a vision for the History Book, a budget for preparation and production, and plans for its distribution and sale. The History Book could be given to Founders and major donors and available for purchase more broadly. If there are revenues from the History Book, those revenues would go to the Foundation.

*Actions to consider:*

- Create a budget for pre-production of Clayton History Book and look for underwriting prospects
- Develop plans for distribution and sale of the book
- Seek underwriting to produce the book

**(6) Develop guidelines for allocation of funds contributed to the CCF**

In preparation for major gift solicitation, guidelines need to be developed for allocation of contributions between endowment, short-term projects and long-term projects. For unrestricted gifts, which are preferred, the CCF will need an agreed-upon formula for allocating contributions between those three areas. Short-term project allocations would provide funds for grants to the Sections and potentially to other organizations while long-term projects would be those larger projects (e.g. the amphitheater) that require major capital investment.

Projects that require major capital investment would be implemented as funds are raised. The CCF will have a list of capital projects that are coordinated with the City's Master Plan, including the projects identified by the Sections. The timing of those projects will be determined by the CCF Board of Directors based on broad community needs, taking into consideration a number of factors including funds raised, City resources available, public support and donor intentions.

We recommend that endowment funding be a longer term goal with allocations to the endowment beginning after the Centennial year. That would make funds available now so that CCF could have a more immediate impact on the community and build the organization's credibility before creating an endowment. The endowment could be launched in the Centennial year as part of that celebration.

*Actions to consider:*

- Allocate unrestricted contributions between short-term projects (by providing grants to other organizations) and long-term projects – consider allocating 25% up to \$250,000 for short-term projects, and 75% to long-term projects - annual operating expenses of the CCF would most likely also require an allocation above and beyond what the Friends of the CCF raise
- Wait to create the endowment until after the Centennial year

<b>GRANT-MAKING FUNCTION</b>
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There are many decisions/systems to be developed before the Clayton Century Foundation can begin making grants to other organizations. Some questions to consider are:

- What amount each year (or percent of what is raised) is going to be set aside for grants?  
(Recommended above: 25% of what is raised up to \$250,000 – grants could include organizational efforts and smaller stand-alone aspects of capital projects but not the major capital projects)
- What organizations qualify to apply for grants? Are grants limited to the four Sections?
- What are the grant guidelines? What is the timing for applications?
- Who will make the decisions?
- What is the process for applying?

It will be important to allow time to answer these questions, develop guidelines and policies and to raise money to be distributed through grants. We believe that January 2010 would be the *earliest* that the CCF would be ready to make grants to other organizations

*Actions to consider:*

- Form a task force to develop guidelines and processes for grant-making that would be submitted to the CCF Board of Directors for review and approval in the fall of 2009.

## KEY MESSAGE ELEMENTS

Although priority projects will be identified, the primary request for contributions should be for unrestricted gifts vs. gifts designated to specific projects or Sections. The following messages, in various combinations, can be used in materials for different constituencies. These message elements support unrestricted gifts to the Clayton Century Foundation.

### Phrases/messages for compelling reasons to support Clayton:

- Proactive and purposeful – out in front
- Vibrant community
- Premier destination for families, businesses and organizations
- Needs have been identified by residents of Clayton
- Provides a philanthropic way to have an impact on this community and its future
- Clayton has a “margin of excellence” that makes it an extraordinary community
- Builds a strong foundation for future generations
- Sets a high standard for civic involvement, support and leadership – for current and future members of this community
- Clayton has a leadership role in the St. Louis area
- Pride in this community and its values
- You CARE about Clayton – now and in the future
- Because you want Clayton’s next 100 years to be even *better* than its first 100 years

### Phrases/messages for convincing reasons to give to the Clayton Century Foundation:

- Government will become less able to meet broad community needs in the future, making philanthropic support critical for maintaining the standards we’ve set in Clayton; CCF provides the vehicle for that support.
- Leadership of the CCF represents the Clayton community
- CCF works in close coordination with the City of Clayton and is aligned with the City’s mission and plans
- CCF works closely with key segments of Clayton leadership: Parks Foundation, Hanley House, History Society, and Arts Commission
- Capitalizes on the resources and generosity of Clayton residents and businesses
- Broad based support and engagement through Friends of the CCF
- Financial accountability to City Government and not-for-profit Board of Directors
- Enthusiastic and visionary leadership and volunteers
- Needs have been identified through a series of surveys, studies and meetings with citizens and experts
- Public-private partnerships like the Clayton Century Foundation are on the leading edge of addressing community needs nation-wide
- The CCF allows the City of Clayton to address long-term needs in addition to meeting short-term demands

## MATERIALS NEEDED – YEAR ONE

Clayton Century Foundation logo

CCF letterhead

CCF brochure

Friends of the CCF membership information as an insert for letters and/or brochure

Materials to support neighborhood blitz – invitations, insert for brochure, talking points

Leadership gift case statement

CCF note cards and postcards

## GENERAL SEQUENCE OF ACTIVITIES

*Please note that this sequence of activities assumes implementation of the recommendations made in this report, but we recognize that the Board of Directors will have to deliberate the recommendations and implement those that they feel are appropriate for the Clayton Century Foundation.*

### First Quarter 2009 (January – March):

- Complete and present Rome Group report
- Discussion/adoption of recommendations
- Completion of any required by-law changes
- Review budgets/plans of four Sections
- Convene Friends Steering Committee to develop mission, goals, calendar and committee structure
- Plan for neighborhood blitz – campaign for awareness of CCF and preliminary membership
- Develop materials for neighborhood blitz
- Develop CCF brochure
- Determine allocation of contributions – endowment, short-term projects, long-term projects
- Review current “Founders” list and develop specific time line for founding member campaign (e.g. give \$500 total prior to 12/31/2009 to be a Founder?)
- Finalize History Book budget and seek underwriting support

### Second Quarter 2009 (April – June):

- Develop annual budget for CCF
- Develop case for major gift support
- Begin to identify potential major gift prospects
- Recruit Major Gifts Steering Committee
- Develop and adopt annual plan (including Section information)
- Set up accounting systems and process for coordinating with Sections
- Train Major Gifts Steering Committee
- Begin major gift solicitations
- Complete underwriting support for History Book
- Convene Board Development/Governance Committee to develop job descriptions for Board members, Advisory Council members and develop annual schedule of meetings
- Hold two or three neighborhood gatherings
- Letter to “Founders” explaining requirement of \$500 total contribution by 12/31/2009 to qualify as Founder

### Third Quarter 2009 (July – September):

- Continue major gifts cultivation and solicitation
- Prepare to launch direct mail membership campaign through Friends of CCF - letters, materials, mailing lists
- Plan for “All That Glitters” event
- If Friends decide to pursue fall event, plan for an event in October (perhaps Ruth’s Chris wine tasting – could serve as launch of membership campaign)

### Fourth Quarter 2009 (October – December):

- Hold three to five additional neighborhood gatherings
- Send out membership campaign mailing
- Host Friends event in October
- Host Advisory Council meeting/event
- “All That Glitters” event

## Gift Table /Naming Opportunities

A Gift Table is a standard method for considering fundraising goals and how they might be achieved. The goal of raising \$20,000,000 over the next five years has been considered, based on the list of potential projects and needs. Based on fundraising theories and past experience with capital fundraising, the following gifts might be required to raise \$20,000,000. *It is important to note that this is not based on specific research or on a feasibility study, which would provide more definitive information about the feasibility of raising \$20,000,000 and the gifts that would be required.*

### Sample Scale of Gifts and Pledges Required to Raise \$20,000,000

Number ▼	Gift Amount ▼	Total ▼
1	\$ 2,000,000	\$ 2,000,000
1	\$ 1,500,000	\$ 1,500,000
3	\$ 1,000,000	\$ 3,000,000
<b>5</b>	<b>Leadership Gifts</b>	<b>\$ 6,500,000</b>
4	\$ 750,000	\$ 3,000,000
5	\$ 500,000	\$ 2,500,000
8	\$ 250,000	\$ 2,000,000
12	\$ 100,000	\$ 1,200,000
<b>29</b>	<b>General Gifts</b>	<b>\$ 8,700,000</b>
15	\$ 75,000	\$ 1,125,000
25	\$ 50,000	\$ 1,250,000
50	\$ 25,000	\$ 1,250,000
100	\$ 10,000	\$ 1,000,000
<b>190</b>	<b>Other Gifts</b>	<b>\$ 4,625,000</b>
<b>Many</b>	<b>Under \$10,000</b>	<b>\$ 175,000</b>
	<b>TOTAL</b>	<b>\$ 20,000,000</b>

It is difficult to determine goals for the first year in this major gift effort. If \$2,000,000 - \$3,000,000 could be raised in the first year that would begin to successfully build momentum toward reaching the \$20,000,000 goal in the Centennial year.

Naming opportunities are made available to recognize major donors, especially to a capital project. Some potential naming opportunities in the current City of Clayton list of priorities would be:

Walking Trails

Inclusive playground(s)

Expansion of green spaces

Public art

Hanley House renovation and enhancement

Ice Rink improvements

Amphitheater

While naming opportunities are not directly tied to the cost of an item, it is important to have an idea of costs so that the naming opportunity reflects the relative cost/value of something. A list of projects that will be pursued along with costs and potential timing would be required before talking with a donor about a specific naming opportunity.

It is possible to raise funds with naming opportunities to be determined later. Conversations with potential leadership donors can include the possibility of naming opportunities as projects become more defined. A permanent donor recognition installation is also a way of permanently recognizing donors without specifically naming something. While “Founders” are being recognized in the Clayton History Book, a planned permanent installation recognizing donors of \$25,000 or more could be considered as part of the Centennial Celebration. This does not eliminate the possibility of naming opportunities, but does give a more immediate opportunity to talk with major donors about recognition.

*Actions to consider:*

- Continue to define specific projects, costs and time frames for capital projects
- Consider a permanent installation of some kind to recognize donors of \$25,000 or more – to be unveiled during the Centennial year

Next Steps
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Prioritize actions to consider and develop process for discussion and decision

Continue to work with graphic artist to develop materials

Convene Friends leadership to develop mission and plans

Form grant-making discussion task force

Prepare an annual plan and budget for the Clayton Century Foundation to be adopted by the Board

Create a budget and distribution plan for the Clayton History Book

Recruit leadership of Major Gift Team, begin to identify prospects and develop cultivation and solicitation plans

Potential TRG support for Next Phases
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The Rome Group, under a separate letter of agreement, could provide support as follows:

- Help drafting text for materials
- Training solicitation volunteers
- Support the work of the Board Development/Governance Committee
- Facilitate the work of the Friends to develop their mission, etc.
- Facilitate the work of the Grant-Making Task Force
- Support the development of the annual plan with goals and budget
- As-needed, provide counsel on an hourly basis for questions/feedback or brainstorming

Fees for these services would be on an hourly basis or could be billed on a project basis, depending on the needs.

**Proposed Resolutions**  
**January 28, 2009**

**Resolution One**

Creation of At Large Board of Directors positions and Election of At large Board Members

**RESOLVED**, that two new At-Large Board of Director positions for the Corporation are created in accordance with the provisions of the Bylaws of the Corporation, with the following persons nominated to fill the two new At-Large positions for the following terms:

Sarah S. Cohn	Three years
Gary Feder	Two years

**Resolution Two**

Election to Fill Vacancy in At Large Director Position

**RESOLVED**, that Lotta Fox has become an officer of a Section of the Corporation, the Friends of the Clayton Century Foundation (the “***Friends***”), and is no longer an At-Large Director of the Corporation and Kenneth Goldman has resigned his position as president of the Friends and therefore Kenneth Goldman is hereby appointed to the At-Large Director position formerly filled by Lotta Fox to fulfill the remaining term of that position.

**Resolution Three**

Appointment of Additional Members of the Executive Committee

**RESOLVED**, that the persons who shall from time to time be the (i) two Clayton Aldermanic representatives to the Board of the Corporation and (ii) Chair of the Development Committee of the Board shall serve as members the Executive Committee of the Board, those persons presently being.

Michelle Harris
Judy R. Goodman
Jill Fisher

**Resolution Four**

Election of Directors to fill Vacancies

**RESOLVED**, that the terms of office of **Peter Edison** and **Lee Hanson** will expire prior to the next annual meeting of the Corporation and that the Board of the Corporation hereby re-elects each of them to a term of three years.



**Resolution Five**  
Election of Officers of the Board

**RESOLVED**, that the following persons be elected as the Officers of the Corporation to serve in the capacities indicated until the 2010 annual meeting of the Corporation.

Kenneth Goldman	President
Sarah S. Cohn	Vice President
Scot W. Boulton	Secretary
Gary Krosch	Treasurer

**Resolution Six**  
Ratification of Contract Entered into with Rome Group

**RESOLVED**, that the Board of the Corporation ratifies the Board's Executive Committee's action in entering into a contract with the Rome Group for marketing consulting for the creation of a 2009 marketing plan with support for that year in the amount of \$4,000.

**Resolution Seven**  
Adoption of Conflicts of Interest Policy

**RESOLVED**, that the Board of the Corporation hereby adopts the attached "Clayton Century Foundation Conflicts of Interest and Documentation Policy " dated January 28, 2009.

**ACTION BY CONSENT OF THE  
THE BOARD OF DIRECTORS  
OF THE FRIENDS OF THE CLAYTON CENTURY FOUNDATION  
(A Section of the Clayton Century Foundation)**

**Effective January 15, 2009**

The undersigned being all the Directors of the Friends of the Clayton Century Foundation ("the ***Friends***"), a Section of the Clayton Century Foundation, a Missouri Nonprofit Corporation (the ***Corporation***) pursuant to the Corporations Bylaws and the Nonprofit Corporation law of Missouri, chapter 355 R.S.Mo. do hereby consent to and adopt the actions described below, in lieu of a meeting of the Friend's Directors, it being the purpose of this consent to have the same force and effect as would a unanimous vote of all such Directors at a meeting duly called and held, at which a quorum was present and acting unanimously in accordance therewith throughout. In accordance therewith the Directors hereby state as follows:

**WHEREAS**, the Board of the Friends under the Bylaws of the Corporation has the power to from time to time alter the number and terms of the members of the Board of the Friends, so long as the number of members is at least three and less than eleven persons and further to elect the persons to fill all of the various member sections; and

**WHEREAS**, the Board of the Friends may from time to time elect the officers of Such Board.

**NOW THEREFORE:**

**BE IT RESOLVED**, that effective as of January 15, 2009 two additional Board members positions for the Friends Board are hereby created,

**BE IT FURTHER RESOLVED** , that effective as of January 15, 2009 Lotta Fox and Janet Rodgers are hereby elected to fill the two new Board member positions, and

**BE IT FURTHER RESOLVED**, that effective as of the date of this document Kenneth Goldman resigns as President of the Board of the Friends and Sarah S. Cohn as resigns as Vice President of the Board of the Friends and that Lotta Fox is elected as President of the Board of the Friends and Janet Rodgers is elected as Vice President of the Board of the Friends, and

**BE IT FURTHER RESOLVED**, that effective as of January 15, 2009 the initial terms of the various members of the Board of the Friends shall be as follows: Lotta Fox and Janet; three years, Kenneth Goldman and Sarah S. Cohn, two years; Gary Krosch, one year, and upon the expiration of each such initial term, thereafter the term of each position shall be for three years, to be filled in accordance with the provisions of the Corporation's bylaws.

This instrument may be executed in one or more counterparts, each of which shall be deemed an original but all of which collectively shall constitute one instrument representing the agreement of the parties hereto. It shall not be necessary that all parties sign any one counterpart hereto so long as each of the parties has signed at least one counterpart.

Effective as of the \_\_\_ day of \_\_\_\_\_, 2008.

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Kenneth Goldman  
Director

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Sarah S. Cohn  
Director

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Gary Krosch  
Director

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Lotta Fox  
Director

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Janet Rodgers  
Director

# CLAYTON CENTURY FOUNDATION

## CONFLICTS OF INTEREST AND DOCUMENTATION POLICY

### Scope

This Conflicts of Interest and Documentation Policy (“Policy”) applies to all directors and officers of the Clayton Century Foundation (“*the Corporation*”), a Missouri nonprofit corporation, and any other person who is in a position to exercise substantial influence over the decisions and affairs of the **Corporation** (collectively, “*Covered Persons*”).

### Purpose

The purpose of this Policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Covered Person or might result in a possible excess benefit transaction (a “Proposed Transaction”). This Policy provides procedures for identifying situations that represent potential conflicts of interest, determining whether a conflict of interest exists and if present, addressing such conflict of interest. Procedures are also provided for periodic reviews to ensure that the Corporation is being operated in a manner consistent with its tax-exempt status. This Policy supplements (but cannot replace) any applicable laws governing conflicts of interest applicable to nonprofit organizations.

### Policy

The terms in this Policy with initial letters capitalized have the meaning set forth in the section entitled “Definitions” or the meaning as designated in places throughout this Policy.

### **Duty to Disclose**

If an Interested Person has a Position or Financial Interest in any business or other entity with which the Corporation is considering entering into an arrangement or transaction, the Interested Person must disclose the existence of his or her Position or Financial Interest and all material facts related thereto to the Corporation’s Board of Directors (the “Board”) or Executive Committee as soon as the Interested Person has knowledge of the potential arrangement or transaction, and whenever requested by the Board or the Executive Committee.

### **Determining Whether a Conflict of Interest Exists**

After disclosure of a Position or a Financial Interest by an Interested Person, and after any discussion with the Interested Person, the Interested Person (including those Interested Persons who are members of the Board or the Executive Committee) will leave the Board or Executive Committee meeting while the determination of whether a conflict of interest exists in connection with the Proposed Transaction is discussed by the Board or the Executive Committee and voted upon. A Position or a Financial Interest will be considered a conflict of interest only if the Board or the Executive Committee makes such determination. An Interested Person is considered to have a conflict of interest with respect to his or her Compensation if the person receives Compensation from the Corporation and the person’s Compensation is being discussed or reviewed by the Board of Directors or any committee thereof.

## **Procedures for Addressing the Conflict of Interest**

- Prior to any discussion and vote on whether a conflict of interest exists, an Interested Person may make a presentation to the Board or the Executive Committee regarding the Interested Person's Position or Financial Interest. After such presentation, the Interested Person will leave the meeting during the discussion of, and the vote on, the Proposed Transaction.
- The Board or the Executive Committee will undertake appropriate due diligence and inform itself of all material information reasonably available to it and explore all reasonable alternatives to the Proposed Transaction that would not involve the conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or the Executive Committee will determine by a majority vote of the Disinterested Directors whether the Proposed Transaction is (i) in the Corporation's best interest, (ii) for the Corporation's own benefit, and (iii) fair and reasonable to the Corporation. In conformity with this determination, the Board or the Executive Committee will make its decision as to whether the Corporation may enter into the Proposed Transaction.

## **Quorum for Board or Executive Committee Action**

For purposes of the Board or the Executive Committee actions to be taken under these procedures, including the determination whether a conflict of interest exists, a majority of the Disinterested Directors on the Board or the Executive Committee will constitute a quorum. However, in no case will a single Disinterested Director take any such action.

## **Violations of the Conflicts of Interest Policy**

If the Board or the Executive Committee has reasonable cause to believe that a Covered Person has failed to disclose a Position or a Financial Interest, it will inform the Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the Covered Person and making such further investigation as may be warranted under the circumstances, the Board or the Executive Committee determines that the Covered Person has in fact failed to disclose a Position or a Financial Interest, the Board or the Executive Committee will take appropriate disciplinary and corrective action.

## **Documentation in Minutes**

The minutes of the Board or the Executive Committee will contain:

- With respect to the determination of whether a conflict of interest exists, the name of the Interested Person who disclosed or was otherwise found to have a Position or Financial Interest in connection with an actual or potential conflict of interest; the nature of the Position or Financial Interest; any action taken to determine whether a conflict of interest was present; and the Board or the Executive Committee's decision as to whether a conflict of interest in fact existed.
- With respect to whether or not the conflict of interest transaction is approved, the names of the persons present for the discussions and vote related to the Proposed Transaction; the content of the discussion; whether alternatives were discussed that did not involve a conflict of interest; the basis for the determination that the Proposed Transaction was (i) in the Corporation's best interest, (ii) for the Corporation's own benefit, and (iii) fair and reasonable to the Corporation; and the record of the vote taken in connection with the proceedings.

### **Annual Statements**

Each Covered Person will annually sign a statement that affirms such person:

- has received a copy of this Policy;
- has read and understands the Policy;
- has agreed to comply with the Policy; and
- understands the Corporation is exempt from federal income tax and to maintain its federal tax exemption the Corporation must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

In addition, each Covered Person will annually complete, sign and promptly return to the Board or the Executive Committee a Disclosure Statement substantially in the form attached hereto. A Covered Person need not disclose Compensation paid to the Covered Person by Corporation pursuant to a resolution of the Board.

### **Periodic Reviews**

To ensure that the Corporation operates in a manner consistent with its tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Board or the Executive Committee will conduct periodic reviews. The periodic reviews will, at a minimum, include the following subjects:

- Whether the Corporation Compensation arrangements are reasonable, based on competent survey information, and are the result of arm's-length bargaining; and
- Whether transactions and arrangements with other entities and individuals conform to the Corporation's policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's tax-exempt purposes and do not result in private inurement, impermissible private benefit, or in an excess benefit transaction.

### **Use of Outside Experts**

When conducting the periodic reviews provided for above, the Board or the Executive Committee should rely on appropriate outside experts such as attorneys, appraisers, or compensation or other consultants.

### **Definitions**

*Compensation:* wages, commissions, fringe benefits, royalties, honoraria, fees, and any and all other direct or indirect remuneration, as well as gifts or favors that are substantial in nature.

*Debt Interest:* ownership of debt or debt securities owed or issued by an entity or individual, whether secured or unsecured, including without limitation:

- loans, notes, bonds, and debentures, and any other evidence of indebtedness or liability for borrowed money; and
- any rights, warrants or options, or other securities that are exercisable, exchangeable or convertible for or into any of the foregoing.

*Disinterested Director:* a director of the Corporation who is not an Interested Person.

*Equity Interest:* ownership of equity securities issued by an entity, including without limitation:

- in the case of a corporation, capital stock;
- in the case of an association or business entity, any and all shares, interests, participations, rights or other equivalents (however designated) of capital stock;
- in the case of a partnership or limited liability company, partnership or membership interests (whether general or limited);
- any other interest or participation that confers the right to receive a share of the profits and losses of, or distributions of assets of, the issuing entity; and
- any rights, warrants or options, or other securities that are exercisable, exchangeable or convertible for or into any of the foregoing.

*Financial Interest:* a Covered Person has a Financial Interest with respect to a potential arrangement or transaction if the Covered Person, directly or indirectly, through business, investment or a member of his or her Immediate Family:

- has or anticipates acquiring a Debt Interest or Equity Interest with respect to any entity or individual that provides goods or services to, or has any other transaction or arrangement with the Corporation, or is negotiating such a transaction or arrangement, if such interest exceeds the lesser of (i) \$100,000 in fair market value, or (ii) 5% of the outstanding debt/debt securities owed/issued by the entity or individual, or equity securities issued by the entity, as applicable; or
- receives or anticipates receiving Compensation from the Corporation or from any entity or individual that provides goods or services to, or has any other transaction or arrangement with, the Corporation or is negotiating such a transaction or arrangement, and such Compensation, transaction or arrangement is being considered by the Board of Directors or a committee thereof.

*Immediate Family:* a Covered Person's spouse, and the children, grandchildren, great grandchildren, father, mother, sisters and brothers of the Covered Person and the respective spouses of the foregoing.

*Interested Person:* a Covered Person who holds a Position or a Financial Interest. If a Covered Person is an Interested Person with respect to any of the Corporation's affiliates, he or she is an Interested Person with respect to the Corporation and all of such affiliates.

*Position:* a Covered Person holds a Position if the Covered Person or a member of his or her Immediate Family is or anticipates becoming a director, trustee, officer, employee, or agent of, a consultant or advisor to, or the holder of any other position with, any entity or individual that provides goods or services to, or has any other transaction or arrangement with the Corporation or is negotiating such a transaction or arrangement.

## CONFLICTS OF INTEREST DISCLOSURE STATEMENT

### PERSONAL AND CONFIDENTIAL

*Instructions: In connection with completing this form, please review the Conflicts of Interest and Documentation Policy ("Policy") of the Clayton Century Foundation ("Corporation"). Terms used in this form with initial letters capitalized and not otherwise defined will have the meaning given to them in the Policy. When providing answers, if there is insufficient space, please complete your answer on a separate sheet of paper and attach to this form. Please submit the completed form to the Secretary of the Corporation.*

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#### COVERED PERSON:

Name: \_\_\_\_\_

Position with the Corporation: (Check all that apply)

☐ Member of the Board of Directors ☐ Officer ☐ Board Committee Member ☐ Other: \_\_\_\_\_

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#### POSITIONS AND FINANCIAL INTERESTS:

☐ Yes ☐ No Do you or any member of your Immediate Family hold, or anticipate holding, a Position (e.g., director, trustee, officer, employee, agent, consultant, advisor, etc.) with any entity or individual that to the best of your knowledge and belief provides goods or services to, or has any other transaction or arrangement with, the Corporation or is negotiating such a transaction or arrangement?

☐ Yes ☐ No Do you or any member of your Immediate Family, directly or indirectly, have, or anticipate receiving or acquiring, a Financial Interest (e.g., debt or equity securities (beyond the threshold listed in the Policy), wages, commissions, fringe benefits, royalties, honoraria, fees, gifts, etc.) with respect to any entity or individual that to the best of your knowledge and belief provides goods or services to, or has any other transaction or arrangement with, the Corporation or is negotiating such a transaction or arrangement?

**IF YOU ANSWERED "YES" TO ONE OR BOTH OF THE ABOVE QUESTIONS, PLEASE COMPLETE ATTACHMENT A TO THIS FORM.**

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#### EMPLOYER INFORMATION (IMMEDIATE FAMILY MEMBERS):

☐ Yes ☐ No Does any member of your Immediate Family hold a Position (e.g., director, officer, employee, agent, consultant, advisor, etc.) with the Corporation? If yes, please state his or her name, Position and relationship to you:

- (1) \_\_\_\_\_  
(2) \_\_\_\_\_  
(3) \_\_\_\_\_

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#### OTHER INTERESTS:

Describe any other relationship, activity or situation which could be construed as placing you in a position where there is a conflict between your personal interests (or those of any member of your Immediate Family) and the interests of the Corporation:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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#### OTHER RELATIONSHIPS:

Please give information if any of the following apply:

- You have a direct business relationship with the organization (other than as an officer, director, or employee) or an indirect business relationship through ownership of more than 35% of another entity;
- You have a family member who has a direct or indirect business relationship with the Corporation
- You serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the Corporation;
- You had a family or business relationship with any other officer, director, or key employee of the Corporation

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



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**SIGNATURE:**

*By signing this form, I certify (i) that I have received, read, understand and agree to comply with the Corporation's Conflicts of Interest and Documentation Policy, (ii) that I understand that the Corporation is a tax-exempt organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes and refrain from activities that confer an impermissible private benefit or result in private inurement, (iii) that I agree to report any apparent or potential conflict of interest which may arise subsequent to my execution of this Disclosure Statement, and (iv) that the responses I have provided in this Disclosure Statement are true and complete according to my best knowledge and belief.*

---

Signature

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Date

**CONFLICTS OF INTEREST DISCLOSURE STATEMENT  
ATTACHMENT A**

**Instructions: THIS FORM SHOULD BE COMPLETED ONLY IF YOU ANSWERED "YES" TO ONE OR BOTH OF THE QUESTIONS IN THE DISCLOSURE STATEMENT SECTION ENTITLED "POSITIONS AND FINANCIAL INTERESTS". If you are disclosing multiple interests, please make the appropriate number of copies of this blank form before completing.**

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**PERSON HOLDING POSITION OR FINANCIAL INTEREST:**

The disclosures made on this Attachment A relate to a Position or Financial Interest held by:

☐ You ☐ Immediate Family member

If an Immediate Family member, indicate his or her name and relationship to you:

Name: \_\_\_\_\_ Relationship: \_\_\_\_\_

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**ENTITY OR INDIVIDUAL WITH RESPECT TO WHICH POSITION OR FINANCIAL INTEREST HELD:**

Information regarding the entity or individual with respect to which the Position or Financial Interest is held:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Nature:

☐ Individual/sole proprietorship ☐ Corporation ☐ Partnership ☐ Limited Liability Company ☐ Trust ☐ Association  
☐ Government (or agency or political subdivision thereof) ☐ Other: \_\_\_\_\_

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**POSITION OR FINANCIAL INTEREST HELD:**

☐ Yes ☐ No Is a Position held with the entity or individual? If yes, please check all that apply:

☐ Director ☐ Trustee ☐ Officer ☐ Employee ☐ Agent ☐ Consultant ☐ Advisor

☐ Other: \_\_\_\_\_

Describe duties: \_\_\_\_\_

☐ Yes ☐ No Is a Financial Interest held with respect to the entity or individual? If yes, please check all that apply:

☐ Wages ☐ Commissions ☐ Bonuses ☐ Fringe benefits ☐ Fees ☐ Equity/debt ownership/options

☐ Other: \_\_\_\_\_

☐ Yes ☐ No Has the Position and/or the Financial Interest been affected by the provision of goods or services to, or other transaction or arrangement with, the Corporation or, to the best of your knowledge and belief, will such Position and/or Financial Interest be affected by such provision or other transaction or arrangement in the future? If yes, please explain:

\_\_\_\_\_  
\_\_\_\_\_

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**POLITICAL OR GOVERNMENTAL INTERESTS:**

☐ Yes ☐ No To the best of your knowledge and belief, has any member of any federal, state, county or local legislative or administrative body recommended the entity or individual to the Corporation? If yes, please state the legislator's name and office:

\_\_\_\_\_  
\_\_\_\_\_

☐ Yes ☐ No To the best of your knowledge and belief, has any administrative aide for any federal, state, county or local legislator recommended the entity or individual to the Corporation? If yes, please state the name and officeholder:

\_\_\_\_\_  
\_\_\_\_\_